

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE INTEL CORPORATION)
MICROPROCESSOR ANTITRUST) MDL Docket No. 05-MD-1717-JJF
LITIGATION)

**MOTION BY COHEN MILSTEIN HAUSFELD & TOLL, THE FURTH FIRM, HAGENS
BERMAN SOBOL & SHAPIRO, AND SAVERI & SAVERI FOR APPOINTMENT AS
INTERIM CLASS COUNSEL**

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Introduction

Pursuant to the Court's January 10, 2006 Order (the "Order") (D.I. 18) and Federal Rule of Civil Procedure 23(g), Cohen, Milstein, Hausfeld & Toll, P.L.L.C.; The Furth Firm LLP; Hagens Berman Sobol & Shapiro LLP; and Saveri & Saveri, Inc. (the "CFHS" firms) hereby apply for appointment as interim class counsel. The CFHS firms also request that Prickett, Jones & Elliott ("Prickett Jones") in Wilmington, Delaware be appointed as interim liaison counsel for the class actions.¹ The CFHS firms and Prickett Jones possess exemplary qualifications, experience, and resources and have the support of the large majority of plaintiffs and firms that have class actions pending against Intel in this multi-district proceeding. *See* Exhibit A hereto (listing plaintiffs and their counsel in MDL No. 1717 who support this application). The CFHS firms have decades of class action and antitrust experience and have served as lead counsel in the largest recovery and the largest antitrust recovery in U.S. litigation history. Pursuant to the Order, the CFHS firms also provide herein a fair and sensible proposal for the payment of attorney fees in the event that the class actions result in a common fund (submitted separately, *in camera*, pursuant to the Court's permission).

I. Rule 23(g) Puts a Premium on Experience, Knowledge and Resources in the Selection of Class Counsel.

Courts look to the provisions of Rule 23(g) of the Federal Rules of Civil Procedure when designating class counsel (whether or not on an interim basis). *See* Fed. R. Civ. P. 23(g), Advisory Committee Notes 2003 ("Rule 23(g)(2)(A) authorizes the court to designate interim counsel to act on behalf of the putative class before the certification decision is made."). Rule 23(g) enumerates the following factors to guide the selection of class counsel:

¹ On November, 2005, the CFHS firms, Prickett Jones, and their supporters filed "Certain Plaintiffs' Memorandum in Support of Proposed Case Management Order," requesting the same relief they seek here. Pursuant to the Court's Order, this application supersedes that filing.

- the work counsel has done in identifying or investigating potential claims in the action;
- counsel's experience in handling class actions, other complex litigation, and claims of the type asserted in the action;
- counsel's knowledge of the applicable law; and
- the resources counsel will commit to representing the class.

Fed. R. Civ. P. 23(g)(1)(C)(i); *see also In re Cree, Inc. Sec. Litig.*, 219 F.R.D. 369, 373 (M.D.N.C. 2003) (designating a firm as lead counsel after finding that the firm had "extensive experience" with the particular area of litigation and class actions, and that "the firm ha[d] sufficient resources to prosecute this action in a thorough and expeditious manner"); *Coopersmith v. Lehman Bros.*, 344 F. Supp. 2d 783, 793 (D. Mass. 2004) (designating two law firms as co-lead counsel because "[i]t is clear that these firms have extensive experience in cases such as this and are well situated to pursue this action on behalf of the class"); *In re Rubber Chems. Antitrust Litig.*, 232 F.R.D. 346, 355 (N.D. Cal. 2005) (appointing Cohen Milstein as co-lead counsel because it is "undisputed that th[is] counsel . . . ha[s] extensive experience and expertise in antitrust and other class actions, as well as other complex litigation, and have successfully prosecuted such cases in courts across the country").

The CFHS firms have a combined total of more than 130 years of experience litigating antitrust and other complex civil actions. *See* Biographies of Firms and Individual Attorneys, attached as Exhibits B-F. They are among a small handful of firms in this country to have successfully tried antitrust class actions to verdict. Their success in leading the prosecution of numerous antitrust class actions over many years is explained by their experience and qualifications, their ability to work with each other and with other co-counsel, and their demonstrated willingness to invest substantial resources in the prosecution of complicated cases.

The CFHS firms have significant experience with important substantive and procedural issues that will arise in this litigation. For example, they each have led antitrust actions in which discovery in parallel federal and state cases was coordinated, and have done so in some instances as lead counsel in federal court and in others as lead counsel in state court. Similarly, these attorneys have coordinated cases with counsel for competitor plaintiffs, including counsel for AMD. Moreover, the CFHS firms have significant experience as lead counsel in monopolization cases.²

II. The CFHS Firms Each Have Enormous Experience Litigating Antitrust Cases and Other Complex Civil Actions.

A. Cohen, Milstein, Hausfeld & Toll, P.L.L.C.

Cohen, Milstein, Hausfeld & Toll, P.L.L.C. (“Cohen Milstein”) has more than thirty-five years of experience litigating some of the nation’s most complicated antitrust cases and recovering billions of dollars in overpayments made by its clients to monopolists, price-fixers, and other violators of the antitrust laws. *See* Cohen Milstein Biography, Ex. B. In 2002 and again in 2003, the *National Law Journal* named Cohen Milstein one of the top 25 plaintiffs’ firms in the nation.

The firm has more than 50 attorneys, with offices in Washington, D.C., New York, Philadelphia, and Chicago. A substantial portion of its practice – indeed, its largest practice group – is devoted to antitrust class actions, many of which involve industries that employ complicated technology such as the computer, pharmaceutical, and chemical industries. Cohen Milstein has served as lead counsel in many important antitrust cases, including the following:

² These firms have handled cases in this Court. Cohen Milstein litigated *Trotter v. Perdue Farms, Inc.*, No. 99-393-RRM (D. Del.) in front of the Honorable Joseph J. Farnan, Jr., and the Furth Firm litigated *Warner Communications, Inc. v. Murdoch*, 581 F. Supp. 1482 (D. Del. 1984) in front of the Honorable Caleb M. Wright.

In re Vitamins Antitrust Litigation, MDL No. 1285 (D.D.C.). Cohen Milstein served as co-lead counsel for two certified classes of direct purchasers. Chief Judge Hogan approved four major settlements between certain defendants and class plaintiffs, including a landmark partial settlement of \$1.1 billion. In a later trial before Chief Judge Hogan concerning the unsettled claims, a jury unanimously found the defendants liable for participating in the conspiracy and ordered them to pay \$49,539,234, before trebling. The *National Law Journal* ranked this the 12th highest jury verdict for 2003.

Pease v. Jasper Wyman & Son, Inc., Civil Action No. 00-015 (Knox Cty., Me. Sup. Ct.). Cohen Milstein served as co-lead counsel on behalf of a class of wild blueberries growers. In 2003, a Maine state court jury found three blueberry processing companies liable for participating in a four-year price-fixing and non-solicitation conspiracy that artificially lowered the prices defendants paid to approximately 800 growers of wild blueberries and awarded \$18.68 million in damages. After mandatory trebling under Maine antitrust law, judgment was entered for approximately \$56 million.

In re Domestic Air Transportation Antitrust Litigation, MDL No. 861 (N.D. Ga.). As co-lead counsel in this price-fixing case, Cohen Milstein obtained a settlement of travel discounts and cash totaling \$458 million for a class of approximately 12 million individuals and businesses.

In re Relafen Antitrust Litigation, No. 01-12239-WGY (D. Mass.). Cohen Milstein served as co-lead counsel on behalf of a class of direct purchasers alleging that the defendant drug manufacturer unlawfully extended its monopoly in the U.S. market for Relafen and its generic equivalents by fraudulently procuring an invalid patent and using it to prevent generic competition. The case settled for \$175 million.

Kruman v. Christie's International plc. No. 01-7309 (S.D.N.Y.). Cohen Milstein served as one of three lead counsel on behalf of foreign plaintiffs and obtained a \$40 million settlement. This case marked the first time that claims based on foreign transactions were resolved in U.S. court under U.S. antitrust law.

Cohen Milstein has long litigated cases, including the following cases, involving exclusionary conduct:

Meijer, Inc. v. 3M Co., No. 04-5871 (E.D. Pa.). As lead counsel, Cohen Milstein represents a putative class of direct purchasers of 3M invisible and transparent tape products. The plaintiffs allege that 3M has monopolized the relevant tape market through anticompetitive rebates and other exclusionary pricing practices, similar to some of the pricing practices challenged in this *Intel* litigation. The *3M* litigation challenges the same conduct found unlawful in *LePage's Inc. v. 3M*, 324 F.3d 141 (3d Cir. 2003) (en banc), an important precedent in this MDL litigation.

In re Microsoft Antitrust Litigation, MDL No. 1332 (D. Md.). The plaintiffs alleged that Microsoft unlawfully monopolized the markets for personal computer operating system

software, word processing software, and spreadsheet software. Cohen Milstein served as one of two co-chairs of the Lead Counsel Committee appointed by the Court.

Ferko v. National Association for Stock Car Auto Racing, Inc., Civ. A. No. 4:02-CV-50 (E.D. Tex.). Cohen Milstein had a lead role in representing shareholders of Speedway Motorsports, Inc. (“SMI”) in a lawsuit challenging NASCAR’s refusal to award a second annual Nextel Cup Series (“NCS”) race date to SMI’s Texas Motor Speedway. The suit alleged, among other things, that NASCAR maintained an unlawful monopoly and conspired with a competing speedway company in the allocation of new NCS race dates to speedways.

Oncology & Radiation Associates, P.A. v. Bristol-Myers Squibb Co., Case No. 1:10CV02313 (D.D.C.). Cohen Milstein was co-lead counsel in this case, which alleged that Bristol-Myers Squibb unlawfully monopolized the United States market for paclitaxel, a cancer drug discovered and developed by the United States government, which Bristol sells under the brand name Taxol. Cohen Milstein’s investigation and prosecution of this litigation on behalf of direct purchasers of Taxol led to a settlement of \$65,815,000 and preceded numerous Taxol-related litigations brought by the Federal Trade Commission and State Attorneys General.³

In addition, name partner Michael Hausfeld is regarded as one of the country’s top civil litigators. He was recently recognized as one of the “Top 100 Influential Lawyers in America,” by the *National Law Journal*. Chief Judge Edward Korman of the Eastern District of New York has stated that Mr. Hausfeld is one of the two “leading class action lawyers in the United States.” Furthermore, the *New York Times* has referred to Mr. Hausfeld as one of the “most prominent antitrust lawyers” in the nation. Mr. Hausfeld is featured in *Done Deal* (Platinum Press 2005) as one of the world’s best negotiators. In 2003, Mr. Hausfeld was the only private attorney permitted to attend the European Commission’s closed hearings in the Microsoft investigation, where he represented the interests of consumers worldwide.

Daniel Small is co-chair of the antitrust practice group at Cohen Milstein. He has served as lead counsel in several antitrust class actions, including several presenting monopolization claims, such as *Buspirone Antitrust Litigation* (S.D.N.Y.), *Ferko v. NASCAR*, *Microsoft Antitrust*

³ Cohen Milstein has litigated a number of other cases involving monopolization by drug manufacturers, including cases involving BuSpar, Platinol, and Remeron.

Litigation, and *Meijer v. 3M*. Mr. Small, as co-lead counsel, tried *Pease v. Jasper Wyman & Son, Inc.*, Civil Action No. 00-015 (Knox Cty. Sup. Ct., Me.) to a verdict in favor of a class of blueberry farmers suing processors for price fixing. Mr. Small has briefed and argued significant appellate cases, including *Free v. Abbott Laboratories*, No. 99-391 in the United States Supreme Court.

B. The Furth Firm

Since its inception in 1966, the Furth Firm LLP has represented clients in a wide variety of antitrust matters at the trial and appellate levels in state and federal jurisdictions throughout the country. See <http://www.furth.com>; Furth Firm Biography, Ex. C. In 1967, shortly after its founding, the firm's name partner, Frederick P. Furth, initiated an antitrust class action against gypsum wallboard manufacturers alleging a price-fixing conspiracy. That case, which expanded to include 5,500 plaintiffs in over 140 cases, several hundred lawyers, and seven defendants, and resulted in \$82 million in damages, established the firm's prominence in the antitrust field.

Since then, the firm has been appointed lead counsel for plaintiffs in a number of large, nationwide antitrust cases, involving various industries. The Furth Firm LLP has received commendations for its talent at litigating complex civil cases. For example, in one massive nationwide price-fixing case, Judge Carl A. Muecke remarked that "members of Mr. Furth's firm were involved in virtually every aspect of plaintiff's discovery efforts.... In all of these activities, the highest caliber of legal skill was evidenced." *In re Cement & Concrete Antitrust Litig.*, MDL No. 296, 1980 WL 1994, at *30 (D. Ariz. Dec. 22, 1980) (attached as Exhibit G hereto).

More recently, in *American Central Eastern Texas Gas, L.P., et al. v. Union Pacific Resources Group, Inc., et al.*, (U.S. District Court, Eastern District of Texas, Marshall Division) (Case No. 2-09-CV-0239-TJW), the Furth Firm received commendations for its trial advocacy in

an antitrust case alleging that defendants conspired to monopolize the gas processing market in Panola County, Texas, and also alleging Sherman Act Section 1 violations relating to an agreement in restraint of trade. After several days of a jury trial and the Furth Firm's cross-examination of a key defendant witness, defendant Union Pacific Resources entered into a confidential settlement and concluded the jury trial portion of the case. Commenting to the jury, Judge T. John Ward stated the following on March 2, 2001: "I did what these people did for a little over 30 years. You may not know it, but you have had another opportunity to see some of the finest trial advocacy that the Court has seen since I've been on the bench." Another defendant then settled the case on the eve of trial, and another defendant arbitrated the dispute. In a subsequent appellate proceeding before the United States Court of Appeals for the Fifth Circuit, relating to that arbitration, the Furth Firm, LLP successfully persuaded the court to uphold plaintiffs' previous victories before the arbitrator and the trial judge that confirmed the arbitration award. *See Am. Cent. E. Tex. Gas Co. v. Union Pacific Res. Group, Inc.*, 2004 WL 136091 (5th Cir. 2004) (attached as Exhibit H hereto).

Among the attorneys at the firm who would be working on this case from The Furth Firm LLP are Michael Lehmann, who has over 28 years of litigation experience, including extensive experience in class action antitrust matters in both federal and state court and Thomas Dove, who has been practicing law for over 33 years and served for 28 years at the California Attorney General's Office (15 of which were spent in the Antitrust Division of that office) before joining the Furth Firm in 2001. Both have substantial trial experience, as does the firm itself. Most recently, the firm completed a class action jury trial against Wal-Mart in California Superior Court for wage and hour violations that lasted nearly four months. A \$172 million verdict was

obtained for the class. *Savaglio v. Wal-Mart Stores, Inc.*, Civ. No. C-835687-7 (Alameda County Super. Ct.).

The firm also has been lead counsel or class counsel in numerous antitrust cases, including the following examples:

In re Publication Paper Antitrust Litigation (U.S. District Court, District of Connecticut) (Judicial Panel on Multidistrict Litigation No. 1631): The Furth Firm LLP was appointed co-chair of the Plaintiffs' Executive Committee that runs this case.

In re: High Pressure Laminates Antitrust Litigation (U.S. District Court, Southern District of New York) (Master File No. 00-MD-1368 CLB) (Judicial Panel on Multidistrict Litigation No. 1368): The Furth Firm LLP was appointed co-lead counsel for the certified class of direct purchasers; two defendants have settled for a total amount exceeding \$40 million.

In re Dynamic Random Access Memory (DRAM) Antitrust Litigation (U.S. District Court, Northern District of California, No. C 02-1486 PJH) (Judicial Panel on Multidistrict Litigation No. 1486): The Furth Firm LLP was appointed to serve on the Executive Committee representing the proposed indirect purchaser class in these proceedings.

In re Tableware Antitrust Litigation And All Related Cases (U.S. District Court, Northern District of California, No.c-04-3514 VRW): The Furth Firm LLP is one of the lead counsel representing the putative nationwide class.

In re: Microcrystalline Cellulose Antitrust Litigation (U.S. District Court, Eastern District of Pennsylvania) (Master File No. 01-CV-111) (Judicial Panel on Multidistrict Litigation No. 1402): The Furth Firm LLP is counsel for one part of the certified class in this action; one of the two defendants settled with all plaintiffs for the sum of \$25 million.

In re: Auction Houses Antitrust Litigation (U.S. District Court, Southern District of New York) (Master File No. 00 Civ. 0648 LAK): The Furth Firm LLP was appointed interim co-lead counsel for the plaintiffs in this nationwide class action, which settled for \$412 million in cash and an additional \$100 million in auction certificates.

In re Brand Name Prescription Drug Antitrust Litigation (U.S. District Court, Northern District of Illinois) (Judicial Panel on Multidistrict Litigation No. 997)
The Furth Firm LLP was appointed to serve on the Plaintiffs' Steering Committee in these cases, which settled for \$700 million in cash and \$25 million in product.

C. Hagens Berman Sobol & Shapiro

For more than a decade, Hagens Berman Sobol & Shapiro (“Hagens Berman”) and its name partners, Steve Berman and Anthony Shapiro, have served as court-appointed lead class counsel in complex federal and state actions pending throughout the country. Their efforts have resulted in total recoveries of more than \$260 billion. *See* Hagens Berman Firm Biography, Ex.

D. The firm also has a substantial track record in representing plaintiffs in complex civil litigation. For example, Hagens Berman successfully represented 13 states against the tobacco industry, with the end result being the largest settlement in litigation history (\$206 billion).

The firm has more than 35 attorneys with offices in Boston, Chicago, Phoenix, Los Angeles, New York, and Seattle. A substantial portion of its practice is devoted to antitrust actions, many of which implicate industries that employ complicated technologies such as the computer and pharmaceutical industries. The firm’s expertise was recognized by Microsoft, which has engaged the firm to represent it in antitrust class actions as well as other class actions. Recently, Hagens Berman served as lead counsel in the largest antitrust settlement in United States history, reaching a settlement in a case against Visa and MasterCard for approximately \$3 billion; the trial judge valued injunctive relief in excess of \$20 billion.

The firm is lead or liaison counsel in numerous other litigations:

In re Average Wholesale Price Drug Litigation, MDL 1456: Hagens Berman is co-lead counsel in what the court called a “truly massive class action” against 22 pharmaceutical companies.

In re DRAM Antitrust Litigation, MDL 1486 (N.D. Ca.): Judge Hamilton appointed Hagens Berman as co-lead after a contested lead counsel application.

In re Lupron Marketing and Sales Practices Litigation, MDL 1430 (D. Mass., C.A. 01-10861): Hagens Berman, as co-lead and liaison counsel successfully prosecuted this case against TAP Pharmaceuticals, Abbott Laboratories and Takeda Chemicals, Inc. on behalf of a class of purchasers of the drug Lupron. The class included individual patients suffering mainly from prostate cancer, as well as their insurers. This four-year litigation

resulted in a \$150 million settlement paid by defendant TAP Pharmaceuticals to class members.

In re Relafen Antitrust Litigation (D. Mass., C.A. 01-12239): Hagens Berman, as co-lead and liaison counsel, prosecuted this antitrust case against GlaxoSmithKline on behalf of consumers of the drug Relafen as well as their insurers. The case involved complex scientific and patent issues, as well as unique issues related to class certification and notice to class members. This five year litigation resulted in a \$75 million settlement to be paid to the class by defendants.

In re Enron ERISA Litigation (S.D. Tex.): Hagens Berman is serving as co-lead counsel in this high profile matter arising from the Enron debacle, settlements of over \$150 million have already been obtained.

Mr. Berman is the firm's managing partner. He has prosecuted numerous high-profile cases implicating complicated facts and technology, including the Washington Public Power Supply System litigation, Exxon Valdez Oil Spill, Michael Milken Litigation, Enron ERISA Litigation, Tobacco Litigation, and the Visa/MasterCard Litigation, and served as special attorney general to 13 states in their tobacco cases (which also had antitrust claims).

Mr. Berman also has received numerous commendations for his innovative approaches to litigation. In April 2000, the *National Law Journal* listed Mr. Berman as the top litigator in the state and, in June, named him as one of the 100 most powerful lawyers in the nation. In January 2001, *Seattle Magazine* featured him in an issue profiling the top lawyers in Seattle.

Mr. Shapiro has significant complex litigation experience, with a practice that concentrates on antitrust matters, environmental and general commercial disputes, and personal injury cases. In the antitrust arena, he has served as plaintiffs' counsel in the Brand Name Prescription Drug Antitrust Litigation, Carbon Dioxide Antitrust Litigation, Carpet Antitrust Litigation, Infant Formula Antitrust Litigation, Baby Food Antitrust Litigation, Scouring Pads Antitrust Litigation, Medical X-Ray Film Antitrust Litigation, High Fructose Corn Syrup Antitrust Litigation, Visa/MasterCard Antitrust Litigation, Commercial Tissue Products Antitrust

Litigation, Flat Glass Antitrust Litigation, Lease Oil Antitrust Litigation, and Bromine Antitrust Litigation. In addition, Mr. Shapiro's work prosecuting plaintiffs' claims against the Alaska Pipeline Service Company resulting from the 1989 Exxon Valdez Oil Spill ultimately resulted in a \$98 million settlement for plaintiffs.

D. Saveri & Saveri

“For more than forty-five years the firm has specialized in complex, multi-district and class action litigation.” Saveri & Saveri, Inc. Firm Biography, Ex. E. The firm was founded in 1959 by Guido Saveri. Since then, it has litigated numerous antitrust class actions and recovered many millions of dollars on behalf of its clients. Saveri & Saveri, Inc. has served as lead counsel on cases around the country in a variety of jurisdictions, and it has been involved in more than 100 antitrust cases, including the following matters:

Nisley v. Union Carbide and Carbon Corp., 300 F. 2d 561 (10th Cir. 1960), and Continental Ore. Co. v. Union Carbide and Carbon Corp., 370 U.S. 690 (1962). In 1960, Mr. Saveri tried these cases, which helped give rise to Rule 23 and which continue to serve as model class action cases.

In Re Sugar Antitrust Litigation, MDL 201. Mr. Saveri was the lead attorney for the retail grocer classes in the Western Sugar litigation. In this litigation, he was a member of the Executive Committee, Steering Committee, and Settlement Committee.

In Re Fine Paper Antitrust Litigation, MDL 325, Eastern District of Pennsylvania. Mr. Saveri was a member of the Executive Committee and the trial team. The case was settled for approximately \$80 million.

In Re Ocean Shipping Antitrust Litigation, MDL 395, Southern District of New York. Mr. Saveri held a leadership position among plaintiffs' counsel; this case was the first class action settlement involving claims by foreign companies. The case was settled for approximately \$79 million.

Building Services and Union Health and Welfare Trust Fund, Plaintiff, v. Charles Pfizer Company, et al., No. 4-71 Civ. 435; No. 4-71 Civ. 413, before Judge Lord in Minneapolis, Minnesota. Mr. Saveri was the sole attorney for a class of 9,000 health and welfare trust funds in the United States in this antitrust action against the drug companies. In 1974-1975 this class action went to trial before two juries at the same time and in the

same court on liability and damages for the entire class and lasted ten months. It was settled for a substantial sum.

In Re Coconut Oil Antitrust Litigation, MDL 474, Northern District of California. Mr. Saveri was co-lead counsel.

In Re Brand Name Prescription Drugs Antitrust Litigation, MDL 997, CPK, United States District Court, Northern District of Illinois, Eastern Division. Mr. Saveri was Co-Lead Counsel on behalf of approximately 50,000 retail pharmacies nationwide alleging an illegal cartel between 17 drug manufacturers and 6 drug wholesalers in preventing discounts to retail pharmacies. The case was tried for eight weeks. The case settled for \$700 million in cash and \$25 million in product. Mr. Saveri was one of four lead trial lawyers.

In re Citric Acid Antitrust Litigation, MDL 1092, United States District Court, Northern District of California. Mr. Saveri served as Co-Lead counsel representing a certified class of purchasers of citric acid throughout the United States against the citric acid manufacturers for violations of the Sherman Act for fixing the price of citric acid in the United States and around the world. The case settled for \$86 million.

In Re Methionine Antitrust Litigation, MDL 1311, United States District Court, Northern District of California. Mr. Saveri served as Co-lead counsel on behalf of a certified class of direct purchasers of methionine alleging price-fixing, the case settled for \$107 million.

In Re Dynamic Random Access Memory Antitrust Litigation, MDL 1486 (Judge Hamilton) United States District Court, Northern District of California. Mr. Saveri serves as Co-Lead Counsel on behalf of direct purchasers of dynamic random access memory (DRAM) alleging a nationwide class for price-fixing.

The *Building Services* case identified above was the trial of an antitrust class action before *Illinois -Brick*. Mr. Saveri was the sole attorney for a class of thousands of health and welfare trust funds which indirectly purchased prescription drugs. The case also included a competitor as plaintiff. All parties proceeded to trial simultaneously. The trial and management issues present in that case are virtually identical to the issues involved here.

Guido Saveri has long been one of the leaders of the plaintiffs' antitrust bar. Since 1959, he has devoted his practice to antitrust litigation, as well as to other corporate and complex litigation. As described in some detail above, Mr. Saveri has actively participated in antitrust cases involving the electrical industry, the water meter industry, scrap metal industry, liquid

asphalt industry, dairy products industry, typewriter industry, vanadium industry, pipe-fitting industry, grocery business, liquor industry, movie industry, animal-raising business, chemical industry, snack food industry, paper label industry, chrysanthemum industry, sugar industry, recording industry, industrial gas industry, wheelchair industry, rope industry, copper tubing industry, folding cartons industry, ocean shipping industry, pancreas gland industry, corrugated container industry, glass container industry, fine paper industry, food additives industry, prescription drugs industry, medical x-ray film industry, computer chip industry and many others.

In addition, he has testified before the Federal Judiciary Committee on antitrust matters and has lectured on antitrust matters before the Association of Trial Lawyers of America, the Federal Practice Institute, and other lawyer associations. Mr. Saveri has also written various periodicals on antitrust topics, and he participated in drafting proposed legislation creating the Judicial Panel on Multi-District Litigation.

R. Alexander Saveri also has substantial antitrust experience. He has litigated numerous antitrust and complex civil cases, including some of the following cases in which he is serving as court appointed Co-Lead or Liaison Counsel. In many of these cases, including the following ones, Mr. Saveri has successfully coordinated state and federal antitrust actions, including the following state cases which have federal court counterparts:

In Re Polychloroprene Antitrust Cases, J.C.C.P. No. 4376, Los Angeles Superior Court (antitrust class action on behalf of all California indirect purchasers of polychloroprene rubber);

In Re NBR Cases, J.C.C.P. No. 4369, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of NBR);

In Re Label Stock Cases, J.C.C.P. No. 4314, San Francisco Superior Court (antitrust class action on behalf of all California indirect purchasers of high pressure label stock);

Smokeless Tobacco Cases I-IV, J.C.C.P. Nos. 4250, 4258, 4259 and 4262, San Francisco Superior Court (certified antitrust class action on behalf of California consumers of smokeless tobacco products);

Compact Disk Cases, J.C.C.P. No. 4123, Los Angeles Superior Court (antitrust class action on behalf of California consumers of prerecorded compact disks);

In re Flat Glass Cases, J.C.C.P. No. 4033, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of flat glass products); and

Vitamin Cases, J.C.C.P. No. 4076, San Francisco Superior Court (antitrust class action on behalf of California indirect purchasers of vitamins).

E. Prickett, Jones & Elliott (Proposed Interim Liaison Counsel)

Since 1888, Prickett Jones has had a significant presence among the Delaware legal establishment. *See* Prickett, Jones & Elliott Biography, Ex. F. Its attorneys regularly appear before judges in the United States District Court for the District of Delaware, U.S. Court of Appeals for the Third Circuit, as well as all Delaware state courts including the Delaware Supreme Court. The reputation and abilities of the firm and its lawyers are well known to this Court.

James L. Holzman practices in all areas involving Delaware corporation law and complex business litigation. He and members of his firm have served as principal trial counsel in many leading corporate cases. Mr. Holzman is listed in the Best Lawyers in America and has served as Chair of the Business and Corporate Litigation Committee of the American Bar Association Section of Business Law.

* * *

Clearly, all of these attorneys and firms have the experience to undertake this litigation, and they are willing and able to deploy the necessary resources to litigate these actions zealously and effectively.

III. The CFHS Firms Have Worked Well Together and Are Supported By an Extensive Network of Law Firms With Established Antitrust and Complex Litigation Reputations.

In appointing class counsel, courts additionally consider whether the proposed class counsel will “act fairly, efficiently, and economically in the interest of all parties and parties’ counsel.” *In re Cardinal Health, Inc. ERISA Litig.*, 225 F.R.D. 553, 555 (S.D. Ohio 2005); *see In re Linerboard Antitrust Litig.*, 292 F. Supp. 2d 644, 653-56 (E.D. Pa. 2003); *In re Auction Houses Antitrust Litig.*, 197 F.R.D. 71, 75 (S.D.N.Y. 2000). This factor also favors the CFHS firms’ application because these firms have a long history of working with each other and other co-counsel in the joint prosecution of antitrust actions in a fair and efficient manner. Significantly, the CFHS firms enjoy overwhelming support among class action counsel in this litigation. As indicated by the extensive list in Exhibit A hereto, all but a handful of plaintiffs and their counsel in the class actions support this application. Indeed, firms supporting this application include many of the nation’s other leading antitrust class action counsel. Because there already is substantial consensus among the network of experienced antitrust counsel, granting this application would best reflect the expressed interests of the class action plaintiffs.

Furthermore, the CFHS lead counsel structure is composed of firms that have offices both on the East Coast – where this Court and many parties are located – and on the West Coast – where AMD and Intel are headquartered and many important documents and witnesses in these actions reside. The bi-coastal reach of the CFHS firms positions them to litigate the class actions very efficiently. And the CFHS firms include two firms – Saveri & Saveri and The Furth Firm

LLP – that have extensive experience litigating class claims under the California antitrust and unfair competition statutes, experience that will be important here.⁴

IV. In the Event a Class Recovers, the CFHS Firms Would Seek Attorney Fees as a Reasonable Percentage of the Recovery.

If there is a class-wide recovery in this litigation, the CFHS firms would seek attorney fees as a reasonable percentage of the recovery. The details of their fee proposal are set forth in a separate document submitted concurrently *in camera* with the Court's permission.

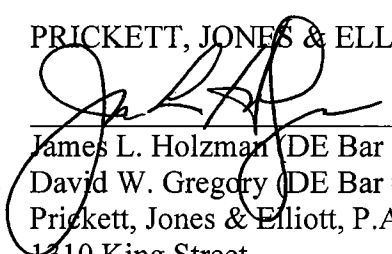
CONCLUSION

For all of the foregoing reasons, the CFHS firms seek appointment as interim class counsel for the class actions, and the appointment of Prickett Jones as interim liaison counsel.

⁴ The bi-coastal reach of the CFHS firms and the breadth of their combined experience, as well as the fact that this is a complex case that will require extensive discovery, briefing, and other work, make the appointment of four co-lead counsel appropriate.

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CERTIFICATE OF SERVICE

I, James L. Holzman, hereby certify that on this 24th day of January, 2006, the foregoing Motion by Cohen Milstein Hausfeld & Toll, The Furth Firm, Hagens Berman Sobol & Shapiro, and Saveri & Saveri for Appointment as Interim Class Counsel was served on counsel for the following parties as indicated below:

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